

Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

2008

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2008, or tax year beginning

, and ending

G Check all that apply		<input type="checkbox"/> Initial return	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change
		Use the IRS label. Otherwise, print or type. See Specific Instructions.		Name of foundation <b>The Frederic C. Hamilton Family Foundation</b>		A Employer identification number <b>54-2099318</b>
		Number and street (or P O box number if mail is not delivered to street address) <b>1560 Broadway Suite 2200</b>		B Telephone number <b>(303) 863-3000</b>		
		City or town, state, and ZIP code <b>Denver, CO 80202</b>		C If exemption application is pending, check here ► <input type="checkbox"/> D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>		
H Check type of organization		<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Other (specify) _____				
► \$ <b>30,955,685.</b> (Part I, column (d) must be on cash basis)						
<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)	
Revenue	1 Contributions, gifts, grants, etc., received			<b>N/A</b>		
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
	3 Interest on savings and temporary cash investments	<b>120,210.</b>	<b>120,210.</b>		<b>Statement 2</b>	
	4 Dividends and interest from securities	<b>174,890.</b>	<b>174,890.</b>		<b>Statement 3</b>	
	5a Gross rents					
	b Net rental income or (loss)					
	6a Net gain or (loss) from sale of assets not on line 10	<b>1,645,451.</b>			<b>Statement 1</b>	
	b Gross sales price for all assets on line 6a	<b>8,669,477.</b>				
	7 Capital gain net income (from Part IV, line 2)		<b>1,644,537.</b>			
	8 Net short-term capital gain					
	9 Income modifications					
	10a Gross sales less returns and allowances					
b Less Cost of goods sold						
c Gross profit or (loss)						
11 Other income	<b>78,292.</b>	<b>82,313.</b>		<b>Statement 4</b>		
12 Total Add lines 1 through 11	<b>2,018,843.</b>	<b>2,021,950.</b>				
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	<b>0.</b>	<b>0.</b>	<b>0.</b>		
	14 Other employee salaries and wages					
	15 Pension plans, employee benefits					
	16a Legal fees					
	b Accounting fees					
	c Other professional fees	<b>94,920.</b>	<b>94,920.</b>			
	17 Interest	<b>7,745.</b>	<b>7,745.</b>			
	18 Taxes	<b>61,814.</b>	<b>3,776.</b>			
	19 Depreciation and depletion					
	20 Occupancy					
	21 Travel, conferences, and meetings					
	22 Printing and publications					
	23 Other expenses	<b>123.</b>	<b>0.</b>			
	24 Total operating and administrative expenses. Add lines 13 through 23	<b>164,602.</b>	<b>106,441.</b>		<b>0.</b>	
25 Contributions, gifts, grants paid	<b>2,510,696.</b>			<b>2,510,696.</b>		
26 Total expenses and disbursements. Add lines 24 and 25	<b>2,675,298.</b>	<b>106,441.</b>		<b>2,510,696.</b>		
27 Subtract line 26 from line 12	<b>&lt;656,455.►</b>					
a Excess of revenue over expenses and disbursements						
b Net investment income (if negative, enter -0-)		<b>1,915,509.</b>				
c Adjusted net income (if negative, enter -0-)			<b>N/A</b>			

LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	<270,697.00	176,921.	176,921.
	2	Savings and temporary cash investments	3,048,616.	6,207,003.	6,207,003.
	3	Accounts receivable ►			
		Less allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock Stmt 8	18,741,033.	16,984,775.	19,851,179.
	c	Investments - corporate bonds			
Liabilities	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other Stmt 9	7,631,063.	5,124,861.	4,720,582.
	14	Land, buildings, and equipment basis ►			
Net Assets or Fund Balances		Less accumulated depreciation ►			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers)	29,150,015.	28,493,560.	30,955,685.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
Liabilities	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	29,150,015.	28,493,560.	
Net Assets or Fund Balances	30	Total net assets or fund balances	29,150,015.	28,493,560.	
	31	Total liabilities and net assets/fund balances	29,150,015.	28,493,560.	

## Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	29,150,015.
2	Enter amount from Part I, line 27a	2	<656,455.00
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	28,493,560.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	28,493,560.

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b	See Attached Statements				
c					
d					
e					
	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a					
b					
c					
d					
e	8,669,477.		7,024,940.	1,644,537.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a					
b					
c					
d					
e				1,644,537.	
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	1,644,537.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8				3	N/A

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

Yes  No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2007	2,048,559.	37,785,699.	.054215
2006	1,728,286.	32,674,328.	.052894
2005	3,464,026.	22,880,322.	.151398
2004	1,451,165.	20,074,790.	.072288
2003	711,344.	19,052,272.	.037336
2 Total of line 1, column (d)			2 .368131
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 .073626
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5			4 36,754,305.
5 Multiply line 4 by line 3			5 2,706,072.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 19,155.
7 Add lines 5 and 6			7 2,725,227.
8 Enter qualifying distributions from Part XII, line 4			8 2,510,696.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate  
See the Part VI instructions

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<b>Part VI   Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)</b>	
1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling letter _____ (attach copy of ruling letter if necessary-see instructions)
1	38,310.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b
2	0.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)
3	38,310.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)
5	0.
5 Tax based on investment income	Subtract line 4 from line 3 If zero or less, enter -0-
6 Credits/Payments	
6a	2008 estimated tax payments and 2007 overpayment credited to 2008 69,128.
6b	
6c	
6d	
7 Total credits and payments Add lines 6a through 6d	69,128.
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> If Form 2220 is attached	
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	► 9
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	► 10 30,818.
11 Enter the amount of line 10 to be Credited to 2009 estimated tax ►	30,818.   Refunded ► 11 0.

**Part VII-A | Statements Regarding Activities**

	<b>Yes</b>	<b>No</b>
1a		X
1b		X
1c		X
2		X
3		X
4a	X	
4b	X	
5		X
6	X	
7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► CO	
8b		X
9		X
10		X

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?  
*If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*

1c Did the foundation file Form 1120-POL for this year?

2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year  
(1) On the foundation ► \$ 0. (2) On foundation managers ► \$ 0.

3 Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.

4 Has the foundation engaged in any activities that have not previously been reported to the IRS?  
*If "Yes," attach a detailed description of the activities.*

5 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*

6a Did the foundation have unrelated business gross income of \$1,000 or more during the year?  
b If "Yes," has it filed a tax return on Form 990-T for this year?

7 Was there a liquidation, termination, dissolution, or substantial contraction during the year?  
*If "Yes," attach the statement required by General Instruction T.*

8 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either  
• By language in the governing instrument, or  
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

9 Did the foundation have at least \$5,000 in assets at any time during the year?  
*If "Yes," complete Part II, col. (c), and Part XV.*

10a Enter the states to which the foundation reports or with which it is registered (see instructions) ► CO

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? *If "Yes," complete Part XIV*

10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

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**Part VII-A Statements Regarding Activities (continued)**

11		X
12		X
13	X	
14	Telephone no ► (303) 863-3000	
15	► 15	N/A

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	N/A	
Organizations relying on a current notice regarding disaster assistance check here ►		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►	2b	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2008 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?	4a	X
	4b	X

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**

5a During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?  Yes  No
- (3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?  Yes  No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here  N/A

N/A

►

5b

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

N/A

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If you answered "Yes" to 6b, also file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

N/A

7b

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 10		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				

Total number of other employees paid over \$50,000

►

0

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**Part VIII** **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		

Total number of others receiving over \$50,000 for professional services ► 0

**Part IX-A** **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc

1	N/A	Expenses
2		
3		
4		

**Part IX-B** **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

1	N/A	Amount
2		
3		
All other program-related investments. See instructions		

Total. Add lines 1 through 3 ► 0.

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**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a Average monthly fair market value of securities	1a	34,310,293.
b Average of monthly cash balances	1b	3,003,722.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	37,314,015.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	37,314,015.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	559,710.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	36,754,305.
6 Minimum investment return. Enter 5% of line 5	6	1,837,715.

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ►  and do not complete this part)

1 Minimum investment return from Part X, line 6	1	1,837,715.
2a Tax on investment income for 2008 from Part VI, line 5	2a	38,310.
b Income tax for 2008 (This does not include the tax from Part VI )	2b	
c Add lines 2a and 2b	2c	38,310.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	1,799,405.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	1,799,405.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	1,799,405.

**Part XII Qualifying Distributions** (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	2,510,696.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,510,696.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,510,696.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

**Part XIII Undistributed Income (see instructions)**

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				1,799,405.
2 Undistributed income, if any, as of the end of 2007			0.	
a Enter amount for 2007 only				
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2008				
a From 2003	531,643.			
b From 2004	2,497,430.			
c From 2005	179,975.			
d From 2006	230,634.			
f Total of lines 3a through e	3,439,682.			
4 Qualifying distributions for 2008 from Part XII, line 4 ► \$ 2,510,696.			0.	
a Applied to 2007, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2008 distributable amount				1,799,405.
e Remaining amount distributed out of corpus	711,291.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	4,150,973.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	4,150,973.			
10 Analysis of line 9				
a Excess from 2004	531,643.			
b Excess from 2005	2,497,430.			
c Excess from 2006	179,975.			
d Excess from 2007	230,634.			
e Excess from 2008	711,291.			

The Frederic C. Hamilton  
Family Foundation

Form 990-PF (2008)

54-2099318

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**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)

N/A

1 a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling				►			
b	Check box to indicate whether the foundation is a private operating foundation described in section				<input type="checkbox"/>	4942(j)(3)	<input type="checkbox"/>	4942(j)(5)
2 a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed							
b	85% of line 2a							
c	Qualifying distributions from Part XII, line 4 for each year listed							
d	Amounts included in line 2c not used directly for active conduct of exempt activities							
e	Qualifying distributions made directly for active conduct of exempt activities							
	Subtract line 2d from line 2c							
3	Complete 3a, b, or c for the alternative test relied upon							
a	"Assets" alternative test - enter							
(1)	Value of all assets							
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)							
b	"Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed							
c	"Support" alternative test - enter							
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)							
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)							
(3)	Largest amount of support from an exempt organization							
(4)	Gross investment income							

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see the instructions.)

**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

**See Statement 11**

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

None

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ►  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

**Part XV** **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
See Schedule 1 Attached				2510696.
<b>Total</b>			► 3a	2510696.
<i>b Approved for future payment</i>				
None				
<b>Total</b>			► 3b	0.

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income
		(a) Business code	(b) Amount	(c) Exclu- sion code	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments	900000		75. 14	120,135.	
4 Dividends and interest from securities	900000		31. 14	174,859.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income				14	82,313.
8 Gain or (loss) from sales of assets other than inventory	900000		914. 18	1,644,537.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a From Partnerships	900000		<4,021.>		
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)			<3,001.>	2,021,844.	0.
13 Total Add line 12, columns (b), (d), and (e)					13 2,018,843.
(See worksheet in line 13 instructions to verify calculations )					

## **Relationship of Activities to the Accomplishment of Exempt Purposes**

**Part XVII** Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
(1)	Cash	1a(1)	X
(2)	Other assets	1a(2)	X
b	Other transactions		
(1)	Sales of assets to a noncharitable exempt organization	1b(1)	X
(2)	Purchases of assets from a noncharitable exempt organization	1b(2)	X
(3)	Rental of facilities, equipment, or other assets	1b(3)	X
(4)	Reimbursement arrangements	1b(4)	X
(5)	Loans or loan guarantees	1b(5)	X
(6)	Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes  No

**b If "Yes," complete the following schedule**

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

FCH

Signature of officer or trustee

not 5/12/2000

Dat

TRUSTEE

**Title**

<p>Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.</p>				
<p><b>Fct</b> Signature of officer or trustee</p>		<p><u>5/12/2009</u></p>	<p>Date</p>	<p><b>TRUSTEE</b> Title</p>
<p><b>Paid Preparer's Use Only</b></p>	<p>Preparer's signature</p>	<p>Date</p>	<p>Check if self-employed</p>	<p>Preparer's identifying number</p>
	<p>Firm's name (or yours if self-employed), address, and ZIP code</p>	<p>EIN</p>	<p>Phone no</p>	

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
<b>1a From Partnerships</b>	P		
<b>b From Partnerships</b>	P		
<b>c From Partnerships</b>	P		
<b>d From Partnerships</b>	P		
<b>e Highclere International Small Cap</b>	P	05/01/07	01/10/08
<b>f Delta Fund Offshore</b>	P	04/06/05	09/29/08
<b>g Indus Asia Pacific</b>	P	10/01/03	10/06/08
<b>h Indus Japan</b>	P	10/01/03	04/04/08
<b>i Lone Pinon</b>	P	06/26/02	01/02/08
<b>j Moore Global</b>	P	06/01/04	10/07/08
<b>k Newport Asia Inst. Fund</b>	P	05/01/07	09/05/08
<b>l Osprae Fund</b>	P	01/30/04	04/07/08
<b>m Palo Alto Global Fund</b>	P	01/04/05	04/18/08
<b>n Raptor Global</b>	P	04/01/05	01/31/08
<b>o Shepard Investments</b>	P	06/03/03	10/20/08

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a		227,705.	<227,705. >
b	293,405.		293,405.
c			0.
d			0.
e	935,625.	1,018,820.	<83,195. >
f	582,280.	500,000.	82,280.
g	938,636.	546,703.	391,933.
h	808,391.	550,000.	258,391.
i	137,500.	121,500.	16,000.
j	1,117,252.	641,707.	475,545.
k	1,039,580.	1,045,931.	<6,351. >
l	700,026.	600,000.	100,026.
m	39,813.	22,574.	17,239.
n	582,117.	500,000.	82,117.
o	517,253.	500,000.	17,253.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			<227,705. >
b			293,405.
c			0.
d			0.
e			<83,195. >
f			82,280.
g			391,933.
h			258,391.
i			16,000.
j			475,545.
k			<6,351. >
l			100,026.
m			17,239.
n			82,117.
o			17,253.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7  
If (loss), enter "-0-" in Part I, line 7 }

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)  
If gain, also enter in Part I, line 8, column (c)  
If (loss), enter "-0-" in Part I, line 8 }

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Swiftcurrent Offshore			P	01/02/02	08/08/08
b					
c					
d					
e					
f					
g					
h					
i					
j					
k					
l					
m					
n					
o					
(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a	977,599.		750,000.	227,599.	
b					
c					
d					
e					
f					
g					
h					
i					
j					
k					
l					
m					
n					
o					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")	
(i) F M V as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				227,599.	
b					
c					
d					
e					
f					
g					
h					
i					
j					
k					
l					
m					
n					
o					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }				2	1,644,537.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }				3	N/A

**THE FREDERIC C. HAMILTON FAMILY FOUNDATION (54-2099318)**  
**Cash Grants & Contributions Made During the Year Ended December 31, 2008**

**Recipient Name & Purpose of Contribution, if Specified**

<u>Recipient Street Address</u>	<u>City/State/Zip</u>	<u>Amount</u>
1000 Friends of Florida PO Box 5948	Tallahassee, FL 32314	500
564 Park Avenue Preservation Foundation 564 Park Avenue	New York, NY 10065	500
Alliance for Choice in Education 1201 E. Colfax Avenue, Suite 302	Denver, CO 80218	1,500
Atlantic Salmon Federation (U.S.) PO Box 807	Calais, ME 04619-0807	2,000
Atlantic Salmon Federation (U.S.), Moise River PO Box 807	Calais, ME 04619-0807	10,000
Auburn University Foundation, Albany Quail Mgmt. 317 South College Street	Auburn University, AL 36849-5153	3,000
Babson College PO Box 57310	Babson Park, MA 02457-0310	2,000
Boys & Girls Clubs of Metro Denver 2017 West 9th Avenue	Denver, CO 80204	8,000
Brunswick School, Grade 7 100 Maher Avenue	Greenwich, CT 06830	500
Caesar Kleberg Wildlife Research Institute, General Fund c/o Texas A&M University Kingsville 700 University Blvd., MSC 218	Kingsville, TX 78363	1,000
California Academy of Sciences 55 Music Concourse Dr., Golden Gate Park	San Francisco, CA 94118	10,000
Childrens Hospital Foundation, Gala 2008 13123 E. 16th Avenue, Box 045	Aurora, CO 80045	23,500
Childrens Hospital Foundation, Imagine the Miracles Campaign 13123 E. 16th Avenue, B045	Aurora, CO 80045	1,000,000

**THE FREDERIC C. HAMILTON FAMILY FOUNDATION (54-2099318)**  
**Cash Grants & Contributions Made During the Year Ended December 31, 2008**

**Recipient Name & Purpose of Contribution, if Specified**

<u>Recipient Street Address</u>	<u>City/State/Zip</u>	<u>Amount</u>
Coalition to Salute America's Heroes 100 Broadway Street	Ossining, NY 10562	1,000
Colorado Rocky Mountain School, Gene Herbert Endow 1493 County Road 106	Carbondale, CO 81623	5,000
Congressional Medal of Honor Society Convention 5401 South Park Terrace Ave	Denver, CO 80111-3389	5,000
Connecticut College 270 Mohegan Avenue	New London, CT 06320-4196	2,500
Conservation Fund 1942 Broadway Street	Boulder, CO 80302	1,000
Convent of the Sacred Heart, Annual Fund 1177 King Street	Greenwich, CT 06831	2,000
Cure Alzheimer's Fund 34 Washington Street, Suite 300	Wellesley Hills, MA 02481	1,000
Denver Area Council Boy Scouts of America 2901 West 19 <sup>th</sup> Avenue	Denver, CO 80204	1,000,000
Denver Area Council Boy Scouts of America, Golden Eagle 2901 West 19 <sup>th</sup> Avenue	Denver, CO 80204	20,000
Denver Art Museum 100 West 14th Avenue Parkway	Denver, CO 80204	3,500
Denver Art Museum, Collectors' Choice 100 West 14th Avenue Parkway	Denver, CO 80204	24,000
Denver Art Museum, DAM Uncorked 2008 Dinner 100 West 14th Avenue Parkway	Denver, CO 80204	3,860
Denver Botanic Gardens 909 York Street	Denver, CO 80206-3799	2,500
Denver Police Foundation 1700 Lincoln Street, Suite 4100	Denver, CO 80203	50,000

**THE FREDERIC C. HAMILTON FAMILY FOUNDATION (54-2099318)**  
**Cash Grants & Contributions Made During the Year Ended December 31, 2008**

**Recipient Name & Purpose of Contribution, if Specified**

<u>Recipient Street Address</u>	<u>City/State/Zip</u>	<u>Amount</u>
Doe Fund 232 East 84th Street	New York, NY 10028	500
Ducks Unlimited, Inc. One Waterfowl Way	Memphis, TN 38120-2351	3,000
Dumb Friends League 2080 So. Quebec Street	Denver, CO 80231-3298	1,000
Eaglebrook School Pine Nook Road	Deerfield, MA 01342	750
Fisher House Foundation 1401 Rockville Pike, Suite 600	Rockville, MD 20852	1,000
Fishers Island Community Center Box 464	Fishers Island, NY 06390	25,000
Fishers Island Conservancy PO Box 553	Fishers Island, NY 06390	250
Fishers Island Fire Department PO Box 123	Fishers Island, NY 06390	600
Fishers Island People's Project PO Box 523	Fishers Island, NY 06390	100
Florida Wildlife Federation PO Box 6870	Tallahassee, FL 32314	10,000
FOCUS PO Box 5106	Charlottesville, VA 22905	250
Foxcroft School PO Box 5555	Middleburg, VA 20118-5555	7,500
Friends of Bear River Refuge 2155 West Forest Street	Brigham City, UT 74302	1,000
George Washington Foundation 1201 Washington Avenue	Fredericksburg, VA 22401	5,000
Graland Country Day School, Annual Giving 30 Birch Street	Denver, CO 80220	14,000
Harlem Children's Zone 35 East 125th Street	New York, NY 10035	1,000

**THE FREDERIC C. HAMILTON FAMILY FOUNDATION (54-2099318)**  
**Cash Grants & Contributions Made During the Year Ended December 31, 2008**

**Recipient Name & Purpose of Contribution, if Specified**

<u>Recipient Street Address</u>	<u>City/State/Zip</u>	<u>Amount</u>
Hewitt School, Annual Fund 45 East 75th Street	New York, NY 10021	15,000
Hobe Sound Community Chest PO Box 511	Hobe Sound, FL 33475	500
Intrepid Museum Fallen Heroes Fund West 46th Street and 12th Avenue	New York, NY 10036	500
Island Health Project, Inc. PO Box 344	Fishers Island, NY 06390	850
Jupiter Island Medical Clinic PO Box 375	Hobe Sound, FL 33475	1,000
Jupiter Medical Center Foundation 1210 South Old Dixie Highway	Jupiter, FL 33458-9972	1,000
Kent Denver School 4000 East Quincy Avenue	Englewood, CO 80110-9908	1,500
Kieve-Wavus Education Inc., Annual Fund PO Box 169	Nobleboro, ME 04555	100
Lawrenceville School, Lawrenceville Fund PO Box 6125	Lawrenceville, NJ 08648	1,000
Marine Corps Scholarship Foundation PO Box 3008	Princeton, NJ 08543	500
Millbrook School, Annual Fund School Road	Millbrook, NY 12545	2,500
Millbrook School, FCH Chair in English School Road	Millbrook, NY 12545	100,000
National Audubon Society - Birdathon 225 Varick Street, 7th Floor	New York, NY 10014	336
National Gallery of Art, Collectors Committee 2000B South Club Dr.	Landover, MD 20785	15,000

**THE FREDERIC C. HAMILTON FAMILY FOUNDATION (54-2099318)**  
**Cash Grants & Contributions Made During the Year Ended December 31, 2008**

**Recipient Name & Purpose of Contribution, if Specified**

<u>Recipient Street Address</u>	<u>City/State/Zip</u>	<u>Amount</u>
National Gallery of Art, The Circle 2000B South Club Dr.	Landover, MD 20785	10,000
National Western Scholarship Trust, 2009 Citizen of the West 4655 Humboldt Street	Denver, CO 80216-2818	1,500
Park People Eugene Field House, Washington Park	Denver, CO 80209	1,000
Planned Parenthood of the Rocky Mountains 7155 E. 38th Avenue	Denver, CO 80207	500
Salisbury School 251 Canaan Road	Salisbury, CT 06068	4,000
Salisbury School, Parents of Alumni Annual Giving 251 Canaan Road	Salisbury, CT 06068	1,000
SEAL-Naval Special Warfare Foundation PO Box 5965	Virginia Beach, VA 23471	500
Seeds of Hope 1300 South Steele Street	Denver, CO 80210-2599	6,000
Smithsonian Institution 1000 Jefferson Drive, SW, 4th Fl	Washington, DC 20013-7012	10,000
St. George's School PO Box 1910	Newport, RI 02840	1,500
St. Luke's Episcopal School 15 St. Luke's Lane	San Antonio, TX 78209	500
St. Mary's Hall PO Box 33430	San Antonio, TX 78265-9974	500
St. Paul's School, Form of 80 325 Pleasant Street	Concord, NH 03301-2591	10,000
St. Timothy's School 8400 Greenspring Avenue	Stevenson, MD 21153	500

**THE FREDERIC C. HAMILTON FAMILY FOUNDATION (54-2099318)**  
**Cash Grants & Contributions Made During the Year Ended December 31, 2008**

**Recipient Name & Purpose of Contribution, if Specified**

<u>Recipient Street Address</u>	<u>City/State/Zip</u>	<u>Amount</u>
Student/Sponsor Partnership 286 Madison Avenue, Suite 1601	New York, NY 10017	1,000
Tall Timbers 13093 Henry Beadel Drive	Tallahassee, FL 32312-0918	500
Tall Timbers Research Station, 50th Anniversary 13093 Henry Beadel Drive	Tallahassee, FL 32312-0918	50,000
Tall Timbers, Quail Research Initiative 13093 Henry Beadel Drive	Tallahassee, FL 32312-0918	1,000
The Peregrin Fund, General Fund World Center for Birds of Prey 5668 West Flying Hawk Lane	Boise, ID 83709	1,000
Thomasville Cultural Center, Plantation Wildlife Arts Festival PO Box 126	Thomasville, GA 31799	500
University of Denver Dept. 585	Denver, CO 80291	2,000
University of Denver, Chancellors Society 2199 South University Blvd. – MRB	Denver, CO 80208	2,500
US Sportmen's Alliance Foundation 801 Kingsmill Parkway	Columbus, OH 43229-1137	10,000
Yale Trap and Skeet Club PO Box 208216	New Haven, CT 06520	100
	<b>Total</b>	<b>\$2,510,696.00</b>

Form 990-PF

Gain or (Loss) from Sale of Assets

Statement 1

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
From Partnerships			Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
0.	227,705.	0.	0.	<227,705. >	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
From Partnerships			Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
293,405.	0.	0.	0.	293,405.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
From Partnerships			Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
0.	4,654.	0.	0.	<4,654. >	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
	Purchased				
From Partnerships					
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
0.	<5,568.>	0.	0.	0.	5,568.
(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Highclere International Small Cap			Purchased	05/01/07	01/10/08
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
935,625.	1,018,820.	0.	0.	<83,195.>	
(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Delta Fund Offshore			Purchased	04/06/05	09/29/08
(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
582,280.	500,000.	0.	0.	82,280.	
(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Indus Asia Pacific			Purchased	10/01/03	10/06/08
(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
938,636.	546,703.	0.	0.	391,933.	

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
Indus Japan	Purchased	10/01/03	04/04/08

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
808,391.	550,000.	0.	0.	258,391.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
Lone Pinon	Purchased	06/26/02	01/02/08

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
137,500.	121,500.	0.	0.	16,000.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
Moore Global	Purchased	06/01/04	10/07/08

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1,117,252.	641,707.	0.	0.	475,545.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
Newport Asia Inst. Fund	Purchased	05/01/07	09/05/08

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1,039,580.	1,045,931.	0.	0.	<6,351. >

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
Ospraire Fund		Purchased	01/30/04	04/07/08

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
700,026.	600,000.	0.	0.	100,026.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
Palo Alto Global Fund		Purchased	01/04/05	04/18/08

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
39,813.	22,574.	0.	0.	17,239.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
Raptor Global		Purchased	04/01/05	01/31/08

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
582,117.	500,000.	0.	0.	82,117.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
Shepard Investments		Purchased	06/03/03	10/20/08

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
517,253.	500,000.	0.	0.	17,253.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
Swiftcurrent Offshore	Purchased	01/02/02	08/08/08

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
977,599.	750,000.	0.	0.	227,599.

Capital Gains Dividends from Part IV	0.
Total to Form 990-PF, Part I, line 6a	1,645,451.

Form 990-PF	Interest on Savings and Temporary Cash Investments	Statement	2
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Source	Amount
From Partnerships	39,893.
From Partnerships	75.
Other	80,242.
Total to Form 990-PF, Part I, line 3, Column A	120,210.

Form 990-PF	Dividends and Interest from Securities	Statement	3
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Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
From Partnerships	59,606.	0.	59,606.
From Partnerships	31.	0.	31.
Other	115,253.	0.	115,253.
Total to Form 990-PF, Part I, ln 4	174,890.	0.	174,890.

## Form 990-PF

## Other Income

## Statement 4

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Ordinary Income from Partnerships From Partnerships	82,313. <4,021.>	82,313. 0.	
Total to Form 990-PF, Part I, line 11	78,292.	82,313.	

## Form 990-PF

## Other Professional Fees

## Statement 5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
U.S. Trust Investment Management	1,827.	1,827.		0.
Other Management Fees	93,093.	93,093.		0.
To Form 990-PF, Pg 1, ln 16c	94,920.	94,920.		0.

## Form 990-PF

## Taxes

## Statement 6

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
U.S. Excise Tax	52,656.	0.		0.
Foreign Tax Paid	3,776.	3,776.		0.
U.S. UBTI Tax	5,382.	0.		0.
To Form 990-PF, Pg 1, ln 18	61,814.	3,776.		0.

Form 990-PF

Other Expenses

Statement 7

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
	123.	0.		0.
To Form 990-PF, Pg 1, ln 23	123.	0.		0.

Form 990-PF

Corporate Stock

Statement 8

Description	Book Value	Fair Market Value
Lone Pinon Ltd.	0.	245,055.
OZ Overseas Fund Ltd.	550,000.	845,711.
Swiftcurrent Offshore Ltd.	0.	451,507.
Tiger Global Ltd.	1,120,890.	3,398,471.
Tiger Asia Overseas Fund	200,000.	1,721,555.
Shepherd Investments Intl.	0.	160,709.
Indus Asia Pacific	0.	60,729.
Indus Japan Fund	0.	0.
G-Star 2004-4	1,000,000.	562,500.
Moore Global Investment	0.	0.
Osprae Fund	0.	35,474.
Sowood Alpha Fund	358,572.	28,807.
WRA Investments Offshore	197,011.	310,741.
Delta Fund Europe	200,000.	328,578.
Delta Offshore	0.	0.
Maple Leaf	250,000.	218,920.
Raptor Global	0.	0.
Viking Global	500,000.	825,499.
CamCap Energy	1,000,000.	648,344.
CamCap Resources	1,500,000.	867,545.
Convexity Cap	2,000,739.	2,540,146.
Fox Point Offshore	1,500,000.	1,568,584.
Highfields Capital	1,097,049.	773,144.
Longbow Capital International Fund	101,054.	47,313.
Miura Global Fund	1,500,000.	1,916,645.
OZ Europe Overseas Fund II	143,638.	102,224.
Apex Greater China Directional Fund	588,094.	504,179.
Apex Greater China Enhanced Fund	24,431.	7,665.
Geosphere Fund	500,000.	443,224.
Kirykos Investors	250,000.	139,733.
Kelusa Asian Discipline	500,000.	348,077.
Sandstone Capital India Offshore	500,000.	227,141.
Tontine 25 Overseas Fund	1,400,000.	519,662.

## The Frederic C. Hamilton Family Foundation

54-2099318

Indus Alternative Equity Fund	3,297.	3,297.
Total to Form 990-PF, Part II, line 10b	16,984,775.	19,851,179.
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Form 990-PF	Other Investments	Statement	9
Description	Valuation Method	Book Value	Fair Market Value
Pinetree FF LP	FMV	1,098,196.	1,099,154.
Pinetree IV LP	FMV	89,257.	89,256.
Lone Sierra	FMV	742,453.	628,193.
Palo Alto Healthcare	FMV	422,822.	460,991.
Palo Alto Global Energy	FMV	0.	0.
Clayton Dubilier and Rice	FMV	218,752.	192,393.
Palo Alto Fund II	FMV	954,538.	781,895.
Denham Commodity Partners Fund IV	FMV	400,348.	441,966.
Highclere Small Cap	FMV	0.	0.
Newport Asia Institutional Fund	FMV	0.	0.
Lone Dragon Pine	FMV	210,229.	119,152.
Remington Investment Strategies	FMV	988,266.	907,582.
Total to Form 990-PF, Part II, line 13		5,124,861.	4,720,582.
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Form 990-PF

Part VIII - List of Officers, Directors  
Trustees and Foundation Managers

Statement 10

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben	Plan Contrib	Expense Account
Frederic C. Hamilton 1560 Broadway Suite 2200 Denver, CO 80202	Grantor & Trustee 0.00	0.	0.	0.	0.
Jane M. Hamilton 1560 Broadway Suite 2200 Denver, CO 80202	Trustee 0.00	0.	0.	0.	0.
Christy Hamilton McGraw 1560 Broadway Suite 2200 Denver, CO 80202	Trustee 0.00	0.	0.	0.	0.
Frederic C. Hamilton, Jr. 1560 Broadway Suite 2200 Denver, CO 80202	Trustee 0.00	0.	0.	0.	0.
Crawford M. Hamilton 1560 Broadway Suite 2200 Denver, CO 80202	Trustee 0.00	0.	0.	0.	0.
Thomas M. Hamilton 1560 Broadway Suite 2200 Denver, CO 80202	Trustee 0.00	0.	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		0.	0.	0.	0.

Form 990-PF

Part XV - Line 1a  
List of Foundation Managers

Statement 11

Name of Manager

Frederic C. Hamilton  
Jane M. Hamilton